

AMENDMENT TO OIL, GAS AND MINERAL LEASE

This Amendment To Oil, Gas and Mineral Lease is made by and between Sunbelt Land Development/360, Ltd., a Texas limited partnership ("Lessor"), and Chesapeake Exploration, LLC, an Oklahoma limited partnership ("Lessee").

WHEREAS, Lessor and EOG Resources, Inc. entered into an Oil, Gas and Mineral Lease dated January 21, 2006 ("Lease") covering, among other property, 79.0747 acres in Tarrant County, Texas described on Exhibit A attached hereto; and

WHEREAS, Lessee has agreed to pay Lessor an additional bonus of \$10,250 per net mineral acre to extend the primary term of the Lease; and

WHEREAS, Lessor and Lessee have agreed to amend the Lease in certain respects.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1.

Section 2 of the Lease is amended to read as follows:

2. Subject to the other provisions herein contained, this lease shall remain in force for a term of three (3) years from this date (called "Primary Term"), and as long thereafter as oil, gas or other minerals is produced from said physical land or land with which said land or any part thereof is pooled, or this lease is maintained by virtue of some other provision hereof.

2.

Section 15 of the Lease is deleted.

3.

Section 36 of the Lease is amended to read as follows:

36. Any lease well, proration unit or pooled unit ("unit") formed including any portion of the land shall be limited to those depths from the surface down to 100 feet below the stratigraphic equivalent of the base of the "Barnett Shale" formation. Prior to the end of the Primary Term, all of the leased premises described on Exhibit A must be included in one or more units, each one of which is capable of producing oil or gas in paying quantities, for purposes of computing the royalty payable to Lessor.

4.

Section 33 of the Lease is amended to read as follows:

No surface operations of any kind shall be conducted on the leased premises. No pipeline shall be constructed on or under the leased premises. No compressor, power station or other structure shall be constructed or used on the leased premises. Neither Lessee nor any of Lessee's successors or assigns shall, directly or indirectly, use eminent domain or condemnation on or with respect to the leased premises through an affiliate, agent, contractor or other person or entity to obtain an easement for a pipeline or compressor site. Lessee and Lessee's successors and assigns unconditionally agree that it will not, directly or indirectly, permit, authorize, instruct, request or contract with an affiliate of Lessor, an affiliate of Lessor's successors or assigns or any other person or entity to obtain an easement for a pipeline or compressor station on the leased premises by or through the use of eminent domain or condemnation.

5.

This Amendment To Oil, Gas and Mineral Lease shall be binding upon and inure to the benefit of the parties and their successors and assigns.

Executed the 17 day of May, 2008, to be effective as of January 21, 2008.

LESSOR:

Sunbelt Land Development/360, Ltd., a Texas limited partnership

By: Sunbelt GPI, Inc., a Texas corporation,
General Partner

By: John P. Campbell
John P. Campbell, President

LESSEE:

Chesapeake Exploration, L.L.C., successor by merger to Chesapeake Exploration Limited Partnership

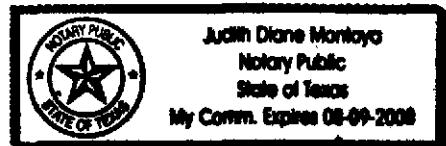
By: Henry J. Hood
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel

BJ
JH

This instrument was acknowledged before me on this 1st day of May, 2008, by Johnny P. Campbell, as President of Sunbelt Land Development/360 Ltd. on behalf of said limited liability company.

My Commission Expires: 8-9-08
Commission Number: _____

Notary Public



This instrument was acknowledged before me on this 30th day of April, 2008, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

My Commission Expires: 04/13/11
Commission Number: 07005824

Elizabeth Christison
Notary Public

EXHIBIT "A"

79.0747 acres of land, more or less, and being out of and a part of the Solomon Ferrell Survey, Abstract number 516, Tarrant County, Texas, and being out of and a part of the L. Bowman Survey, Abstract number 173, Tarrant County, Texas, and being more completely described in five (5) tracts of land as follows:

Tract One: 17.511 acres of land, more or less, and being out of and a part of the L. Bowman Survey, Abstract number 173, Tarrant County, Texas, and being the same tract of land described in that certain Donation Deed, dated April 27th, 1990, from Sunbelt Savings, F.S.B., as grantor to The State of Texas, as Grantee, said Donation Deed being of record in Volume 9919, Page 1042, Deed records, Tarrant County Clerk's Office.

Tract Two: 14.259 acres of land, more or less, and being out of and a part of the L. Bowman Survey, Abstract number 173, Tarrant County, Texas, and being the same tract of land described in that certain Donation Deed, dated April 27th, 1990, from Sunbelt Savings, F.S.B., as grantor to The State of Texas, as Grantee, said Donation Deed being of record in Volume 9919, Page 1059, Deed records, Tarrant County Clerk's Office.

Tract Three: 25.301 acres of land, more or less, and being out of and a part of the L. Bowman Survey, Abstract number 173, Tarrant County, Texas, and being the same tract of land described as 189.377 acres of land, more or less, in that certain Special Warranty Deed, dated December 9th, 1991, from The Resolution Trust Corporation, as Grantor, to Sunbelt Land Development/360, Ltd., as Grantee, said Special Warranty Deed being of record in Volume 10432, Page 1367, of the Deed Records, Tarrant County, Texas, save and except, however, the following tracts of land, described as follows:

Tract A: 67.874 acres of land, more or less, and being the same tract of land described in that certain Warranty Deed, dated September 3rd, 1997, from Sunbelt Land Development/360, Ltd., as Grantor to Kaufman & Broad of Texas, as Grantee, recorded in Volume 12899, Page 165, Deed Records, Tarrant County, Texas

Tract B: 34.785 acres of land, more or less, and being the same tract of land described in that certain Special Warranty Deed, dated March 12th, 1999, from Sunbelt Land Development/360, Ltd., as Grantor to Centex Homes, as Grantee, recorded in Volume 13712, Page 52, Deed Records, Tarrant County, Texas

Tract C: 49.417 acres of land, more or less, and being the same tract of land described in that certain Special Warranty Deed, dated June 5th, 2000, from Sunbelt Land Development/360, Ltd., as Grantor to Centex Homes, as Grantee, recorded in Volume 143722, Page 414, Deed Records, Tarrant County, Texas

Tract D: 12.0 acres of land, more or less, and being the same tract of land described in that certain Warranty Deed, dated June 13th, 2003, from Sunbelt Land Development/360, Ltd., as Grantor to Mansfield Independent School District, as Grantee, recorded in Volume 143722, Page 414, Deed Records, Tarrant County, Texas.

Leaving therein 25.301 acres of land, more or less.

Tract Four: 19.0037 acres of land, more or less, and being out of and a part of the Solomon Ferrell Survey, Abstract number 516, Tarrant County, Texas, and being described 14.6633 acres of land, more or less, and 4.3354 acres of land, more or less, and being the same tracts of land described in that certain Special Warranty Deed, dated June 8th, 1993, from Rosewood Property Company, as Grantor, to Sunbelt Land Development/360, Ltd., as Grantee, recorded in Volume 11097, Page 1037, Deed Records, Tarrant County, Texas.

Tract Five: 3.00 acres of land, more or less, and being all of the acreage situated or lying within Arlington Webb Britton Road, and being the same property conveyed to Sunbelt Land Development/360, Ltd., as Grantee, from Rosewood Property Company, as Grantor, in that certain Deed dated June 8th, 1993 and being of record in Volume 11097, Page 1046, Deed Records, Tarrant County, Texas



LIZ CHRISTIANSON
CHESAPEAKE ENERGY CORP
P O BOX 18496
OKLAHOMA CITY OK 73154

Submitter: TERRY HARRIS

**SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401**

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 05/14/2008 12:58 PM
Instrument #: D208179001
OPR 5 PGS \$28.00

By:



D208179001

**ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.**

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